

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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LORNAMEAD INC., formerly  
known as LORNAMEAD BRANDS, INC.,

Plaintiff,  
07-Civ-10385  
(LBS)

-vs-

ANSWER TO COUNTERCLAIM

CONOPCO, INC.

Defendant.

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Plaintiff, by its attorneys, Harris Beach PLLC, for its Answer to the Defendant's  
Counterclaim:

1. Admits the allegations contained in Paragraphs 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11,  
12, 13, 14, 15, 16, 17, and 18 of the Counterclaim.

2. Denies each and every allegation contained in Paragraphs 20 and 22 of the  
Counterclaim.

3. Denies knowledge or information sufficient to form a belief as to the  
allegations contained in Paragraph 21 of the Counterclaim.

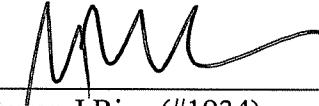
**FIRST AFFIRMATIVE DEFENSE**

4. Plaintiff has a right of set-off against any amounts owed the Defendant  
pursuant to the March 24, 2006 Asset Purchase Agreement.

WHEREFORE, Plaintiff demands that a judgment be entered against the Defendant dismissing the Counterclaim and as demanded in the Complaint together with such other and further relief as to the Court may seem just and proper:

Dated: December 31, 2007

Yours, etc.,  
Harris Beach PLLC

By   
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